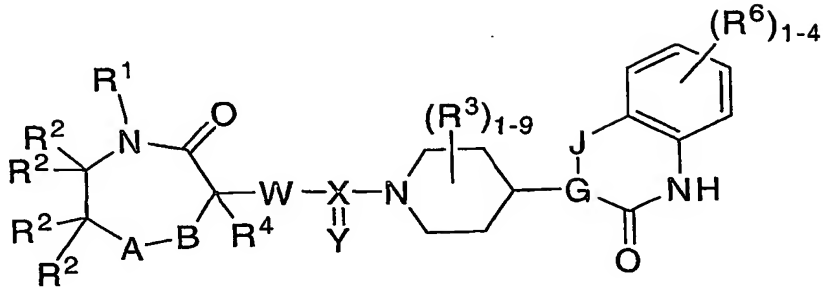
WHAT IS CLAIMED IS:

1. A compound of the formula I:



I

wherein:

A is a bond, $C(R^2)_2$, O, $S(O)_m$ or NR^2;

B is $(C(R^2)_2)_n$;

R^1 is selected from:

1) H, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_{3-6} cycloalkyl, and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
   a) C_{1-6} alkyl,
   b) C_{3-6} cycloalkyl,
   c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
   d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
   e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
   f) $(F)_pC_{1-3}$ alkyl,

g) halogen,
h) OR^4,
i) $O(CH_2)_s OR^4$,
j) CO_2R^4,
k) $(CO)NR^{10}R^{11}$,
l) $O(CO)NR^{10}R^{11}$,
m) $N(R^4)(CO)NR^{10}R^{11}$,
n) $N(R^{10})(CO)R^{11}$,
o) $N(R^{10})(CO)OR^{11}$,
p) $SO_2NR^{10}R^{11}$,
q) $N(R^{10})\ SO_2R^{11}$,
r) $S(O)_mR^{10}$,
s) CN,
t) $NR^{10}R^{11}$,
u) $N(R^{10})(CO)NR^4R^{11}$, and
v) $O(CO)R^4$; and

2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
a) $C_{1\text{-}6}$ alkyl,
b) $C_{3\text{-}6}$ cycloalkyl,
c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4, e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4, f) $(F)_pC_{1\text{-}3}$ alkyl,
g) halogen,
h) OR^4,
i) $O(CH2)_sOR^4$,
j) CO_2R^4,
k) $(CO)NR^{10}R^{11}$,
l) $O(CO)NR^{10}R^{11}$,
m) $N(R^4)(CO)NR^{10}R^{11}$,

n) $N(R^{10})(CO)R^{11}$,
o) $N(R^{10})(CO)OR^{11}$,
p) $SO_2NR^{10}R^{11}$,
q) $N(R^{10})\ SO_2R^{11}$,
r) $S(O)_mR^{10}$,
s) CN,
t) $NR^{10}R^{11}$,
u) $N(R^{10})(CO)NR^4R^{11}$, and
v) $O(CO)R^4$; and

R^2 is independently selected from:

1) H, C_0-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_{3-6} cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
a) C_{1-6} alkyl,
b) C_{3-6} cycloalkyl,
c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4, f) $(F)_pC_{1-3}$ alkyl,
g) halogen,
h) OR^4,
i) $O(CH_2)_sOR^4$,
j) CO_2R^4,
k) $(CO)NR^{10}R^{11}$,
l) $O(CO)NR^{10}R^{11}$,
m) $N(R^4)(CO)NR^{10}R^{11}$,
n) $N(R^{10})(CO)R^{11}$,
o) $N(R^{10})(CO)OR^{11}$,
p) $SO_2NR^{10}R^{11}$,
q) $N(R^{10})\ SO_2R^{11}$,

r) $S(O)_mR^{10}$,

s) CN,

t) $NR^{10}R^{11}$,

u) $N(R^{10})(CO)NR^4R^{11}$, and

v) $O(CO)R^4$; and

2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4,

i) $O(CH_2)_sOR^4$,

j) CO_2R^4,

k) $(CO)NR^{10}R^{11}$,

l) $O(CO)NR^{10}R^{11}$,

m) $N(R^4)(CO)NR^{10}R^{11}$,

n) $N(R^{10})(CO)R^{11}$,

o) $N(R^{10})(CO)OR^{11}$,

p) $SO_2NR^{10}R^{11}$,

q) $N(R^{10})\ SO_2R^{11}$,

r) $S(O)_mR^{10}$,

s) CN,

t) $NR^{10}R^{11}$,

u) $N(R^{10})(CO)NR^4R^{11}$, and

v) $O(CO)R^4$;

or, any two independent R^2 on the same or adjacent atoms may be joined together to form a ring selected from cyclobutyl, cyclopentenyl, cyclopentyl, cyclohexenyl, cyclohexyl, phenyl, naphthyl, thienyl, thiazolyl, thiazolinyl, oxazolyl, oxazolinyl, imidazolyl, imidazolinyl, imidazolidinyl, pyridyl, pyrimidyl, pyrazinyl, pyrrolyl, pyrrolinyl, morpholinyl, thiomorpholine, thiomorpholine S-oxide, thiomorpholine S-dioxide, azetidinyl, pyrrolidinyl, piperidinyl, tetrahydrofuranyl, tetrahydropyranyl, tetrahydropyridyl, furanyl, dihydrofuranyl, dihydropyranyl and piperazinyl;

R^{10} and R^{11} are independently selected from: H, C_{1-6} alkyl, $(F)_pC_{1-6}$ alkyl, C_{3-6} cycloalkyl, aryl, heteroaryl, and benzyl, unsubstituted or substituted with halogen, hydroxy or C_1-C_6 alkoxy, where R^{10} and R^{11} may be joined together to form a ring selected from: azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl, or morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ;

R^4 is independently selected from: H, C_{1-6} alkyl, $(F)_pC_{1-6}$ alkyl, C_{3-6} cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or C_1-C_6 alkoxy;

W is O, NR^4 or $C(R^4)_2$;

X is C or S;

Y is O, $(R^4)_2$, NCN, NSO_2CH_3, $NCONH_2$, or Y is O_2 when X is S;

R^6 is independently selected from H and:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4,
i) $O(CH_2)_sOR^4$,
j) CO_2R^4,
k) $(CO)NR^{10}R^{11}$,
l) $O(CO)NR^{10}R^{11}$,
m) $N(R^4)(CO)NR^{10}R^{11}$,
n) $N(R^{10})(CO)R^{11}$,
o) $N(R^{10})(CO)OR^{11}$,
p) $SO_2NR^{10}R^{11}$,
q) $N(R^{10})\ SO_2R^{11}$,
r) $S(O)_mR^{10}$,
s) CN,
t) $NR^{10}R^{11}$,
u) $N(R^{10})(CO)NR^4R^{11}$, and
v) $O(CO)R^4$;

G-J is selected from: N, $N-C(R^5)_2$, $C=C(R^5)$, C=N; $C(R^5)$, $C(R^5)-C(R^5)_2$, $C(R^5)-C(R^5)_2-C(R^5)_2$, $C=C(R^5)-C(R^5)_2$, $C(R^5)-C(R^5)=C(R^5)$, $C(R^5)-C(R^5)_2-N(R^5)$, $C=C(R^5)-N(R^5)$, $C(R^5)-C(R^5)=N$, $C(R^5)-N(R^5)-C(R^5)_2$, $C=N-C(R^5)_2$, $C(R^5)-N=C(R^5)$, $C(R^5)-N(R^5)-N(R^5)$, $C=N-N(R^5)$, $N-C(R^5)_2-C(R^5)_2$, $N-C(R^5)=C(R^5)$, $N-C(R^5)_2-N(R^5)$, $N-C(R^5)=N$, $N-N(R^5)-C(R^5)_2$ and $N-N=C(R^5)$;

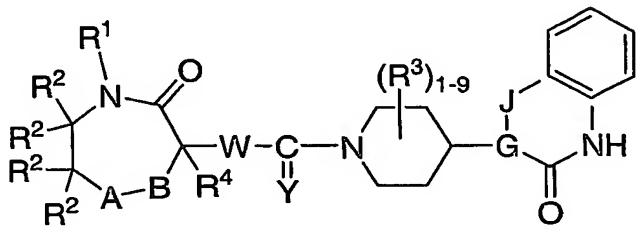
R^5 is independently selected from H, substituted or unsubstituted C_1-C_3 alkyl, CN, OR^4, $N(R^4)_2$ and CO_2R^4;

R^3 is independently selected from H, substituted or unsubstituted C_1-C_3 alkyl, F, CN and CO_2R^4;

p is 0 to 2q+1, for a substituent with q carbons;
m is 0, 1 or 2;
n is 0 or 1;
s is 1, 2 or 3;

and pharmaceutically acceptable salts and individual diastereomers thereof.

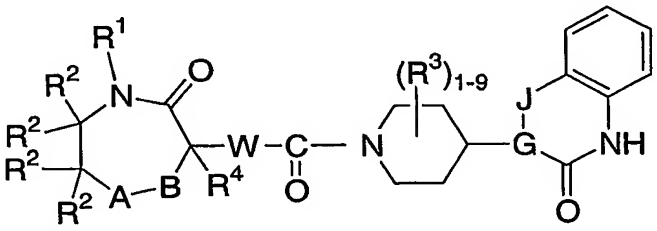
2. The compound of claim 1 of the formula:



wherein:
A is a bond, $C(R^2)_2$, O, $S(O)_m$ or NR^2;
B is $(C(R^2)_2)_n$;
n is 0 or 1;

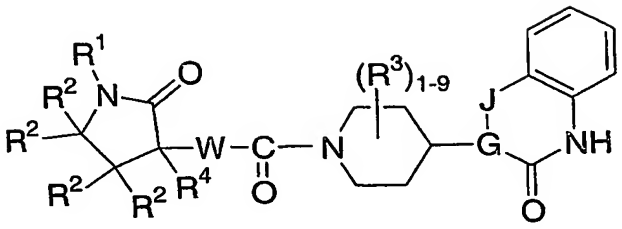
Y is O, $(R^4)_2$, NCN, NSO_2CH_3 or $NCONH_2$,
and pharmaceutically acceptable salts and individual stereoisomers thereof.

3. The compound of claim 1 of the formula:



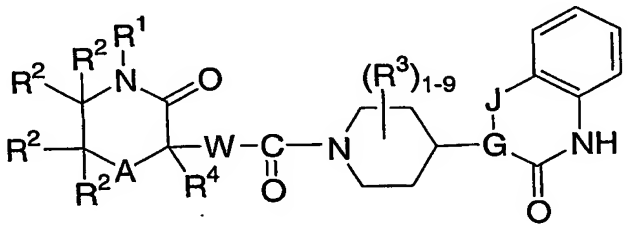
wherein:
A is a bond, $C(R^2)_2$, O, $S(O)_m$ or NR^2;
B is $(C(R^2)_2)_n$; and
n is 0 or 1;
and pharmaceutically acceptable salts and individual stereoisomers thereof.

4. The compound of claim 1 of the formula:



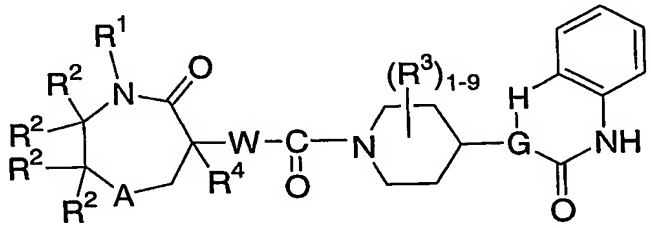
and pharmaceutically acceptable salts and individual stereoisomers thereof.

5. The compound of claim 1 of the formula:



wherein:
A is $C(R^2)_2$, O, $S(O)_m$ or NR^2;
and pharmaceutically acceptable salts and individual stereoisomers thereof.

6. The compound of claim 1 of the formula:



wherein:
A is $C(R^2)_2$, O, $S(O)_m$ or NR^2;
and pharmaceutically acceptable salts and individual stereoisomers thereof.

7. The compound of claim 1, wherein:

R^1 is selected from:

1) H, C_1-C_6 alkyl, C_{3-6} cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
   a) C_{1-6} alkyl,
   b) C_{3-6} cycloalkyl,
   c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
   d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4, e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4, f) $(F)_pC_{1-3}$ alkyl,
   g) halogen,
   h) OR^4,
   i) $O(CH_2)_sOR^4$,
   j) CO_2R^4,
   k) CN,
   l) $NR^{10}R^{11}$, and
   m) $O(CO)R^4$; and
2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
   a) C_{1-6} alkyl,
   b) C_{3-6} cycloalkyl,
   c) $(F)_pC_{1-3}$ alkyl,
   d) halogen,
   e) OR^4,
   f) CO_2R^4,
   g) $(CO)NR^{10}R^{11}$,
   h) $SO_2NR^{10}R^{11}$,
   i) $N(R^{10})\ SO_2R^{11}$,
   j) $S(O)_mR^4$,
   k) CN,
   l) $NR^{10}R^{11}$, and

m) $O(CO)R^4$;

R^2 is selected from:

1) H, C_1-C_6 alkyl, C_2-C_6 alkynyl, C_{3-6} cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 sustituents where the substituents are independently selected from R^4,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4,

i) $O(CH_2)_sOR^4$,

j) CO_2R^4,

k) $S(O)_mR^4$,

l) CN,

m) $NR^{10}R^{11}$, and

n) $O(CO)R^4$; and

2) aryl or heteroaryl, unsubstituted or substituted with one more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) $(F)_pC_{1-3}$ alkyl,

d) halogen,

e) OR^4,

f) CO_2R^4,

g) $(CO)NR^{10}R^{11}$,

h) $SO_2NR^{10}R^{11}$,

i) $N(R^{10})\ SO_2R^{11}$,

j) $S(O)_mR^4$,

k) CN,
l) $NR^{10}R^{11}$, and
m) $O(CO)R^4$;

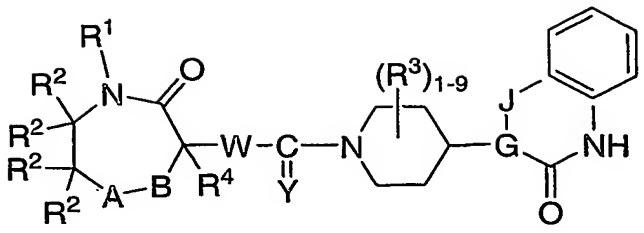
or, any two independent R^2 on the same or adjacent atoms may be joined together to form a ring selected from cyclobutyl, cyclopentenyl, cyclopentyl, cyclohexenyl, cyclohexyl, phenyl, naphthyl, thienyl, thiazolyl, thiazolinyl, oxazolyl, oxazolinyl, imidazolyl, imidazolinyl, imidazolidinyl, pyridyl, pyrimidyl, pyrazinyl, pyrrolyl, pyrrolinyl, morpholinyl, thiomorpholine, thiomorpholine S-oxide, thiomorpholine S-dioxide, azetidinyl, pyrrolidinyl, piperidinyl, tetrahydrofuranyl, tetrahydropyranyl, tetrahydropyridyl, furanyl, dihydrofuranyl, dihydropyranyl and piperazinyl;

G-J is selected from:
N, $N-C(R^5)_2$, $C=C(R^5)$, C=N, $C=C(R^5)-C(R^5)$, $C(R^5)-C(R^5)=C(R^5)$, $N-C(R^5)_2-C(R^5)_2$ and $N-C(R^5)=C(R^5)$;

R^6 is independently selected from H and:
a) C_{1-6} alkyl,
b) C_{3-6} cycloalkyl,
c) $(F)_pC_{1-3}$ alkyl,
d) halogen,
e) OR^4,
f) CO_2R^4,
g) $(CO)NR^{10}R^{11}$,
h) $SO_2NR^{10}R^{11}$,
i) $N(R^{10})\ SO_2R^{11}$,
j) $S(O)_mR^4$,
k) CN,
l) $NR^{10}R^{11}$, and
m) $O(CO)R^4$;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

8. The compound of claim 7 of the formula:



wherein:

A is a bond, $C(R^2)_2$, O, $S(O)_m$ or NR^2;

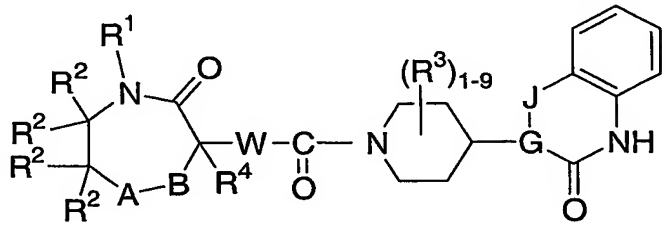
B is $(C(R^2)_2)_n$;

n is 0 or 1;

Y is O, $(R^4)_2$, NCN, NSO_2CH_3 or $NCONH_2$,

and pharmaceutically acceptable salts and individual stereoisomers thereof.

9. The compound of claim 7 of the formula:



wherein:

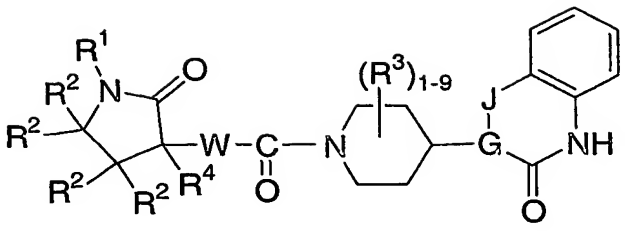
A is a bond, $C(R^2)_2$, O, $S(O)_m$ or NR^2;

B is $(C(R^2)_2)_n$;

n is 0 or 1;

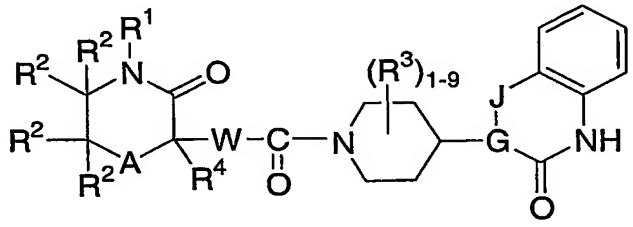
and pharmaceutically acceptable salts and individual stereoisomers thereof.

10. The compound of claim 7 of the formula:



and pharmaceutically acceptable salts and individual stereoisomers thereof.

11. The compound of claim 7 of the formula:

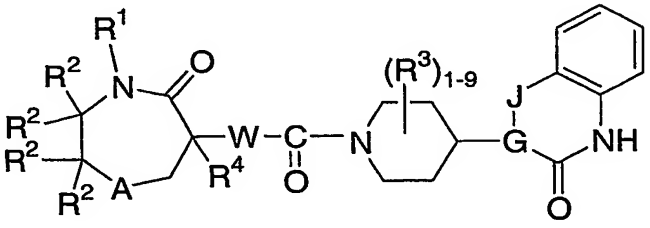


wherein:

A is $C(R^2)_2$, O, $S(O)_m$ or NR^2;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

12. The compound of claim 7 of the formula:



wherein:

A is $C(R^2)_2$, O, $S(O)_m$ or NR^2;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

13. The compound of claim 1, wherein:

R^1 is selected from:

1) H, C_1-C_6 alkyl, C_{3-6} cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) phenyl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

and where heteroaryl is selected from:

imidazole, isoxazole, oxazole, pyrazine, pyrazole, pyridazine, pyridine, pyrimidine, and thiazole;

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

and where heterocycle is selected from:

azetidine, dioxane, dioxolane, morpholine, oxetane, piperazine, piperidine, pyrrolidine, tetrahydrofuran, and tetrahydropyran;

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4,

i) $O(CH_2)_sOR^4$,

j) CO_2R^4,

k) CN,

l) $NR^{10}R^{11}$, and

m) $O(CO)R^4$; and

2) aryl or heteroaryl, selected from:

phenyl, imidazole, isoxazole, oxazole, pyrazine, pyrazole, pyridazine, pyridine, pyrimidine, and thiazole, unsubstituted or substituted with one or more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) $(F)_pC_{1-3}$ alkyl,

d) halogen,

e) OR^4,
f) CO_2R^4,
g) $(CO)NR^{10}R^{11}$,
h) $SO_2NR^{10}R^{11}$,
i) $N(R^{10})\ SO_2R^{11}$,
j) $S(O)_mR^4$,
k) CN,
l) $NR^{10}R^{11}$, and
m) $O(CO)R^4$;

R^2 is selected from:

1) H, C_0-C_6 alkyl, C_{3-6} cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
a) C_{1-6} alkyl,
b) C_{3-6} cycloalkyl,
c) phenyl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4, and where heteroaryl is selected from:
benzimidazole, benzothiophene, furan, imidazole, indole, isoxazole, oxazole, pyrazine, pyrazole, pyridazine, pyridine, pyrimidine, pyrrole, thiazole, thiophene, and triazole;
e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4, and where heterocycle is selected from:
azetidine, imidazolidine, imidazoline, isoxazoline, isoxazolidine, morpholine, oxazoline, oxazolidine, oxetane, pyrazolidine, pyrazoline, pyrroline, tetrahydrofuran, tetrahydropyran, thiazoline, and thiazolidine;
f) $(F)_pC_{1-3}$ alkyl,
g) halogen,
h) OR^4,

i) $O(CH_2)_sOR^4$,
j) CO_2R^4,
k) CN,
l) $NR^{10}R^{11}$, and
m) $O(CO)R^4$; and

2) aryl or heteroaryl, selected from:
phenyl, benzimidazole, benzothiophene, furan, imidazole, indole, isoxazole, oxazole, pyrazine, pyrazole, pyridazine, pyridine, pyrimidine, pyrrole, thiazole, thiophene, and triazole;
unsubstituted or substituted with one or more substituents independently selected from:
a) C_{1-6} alkyl,
b) C_{3-6} cycloalkyl,
c) $(F)_pC_{1-3}$ alkyl,
d) halogen,
e) OR^4,
f) CO_2R^4,
g) $(CO)NR^{10}R^{11}$,
h) $SO_2NR^{10}R^{11}$,
i) $N(R^{10})\ SO_2R^{11}$,
j) $S(O)_mR^4$,
k) CN,
l) $NR^{10}R^{11}$, and
m) $O(CO)R^4$;

or, any two independent R^2 on the same or adjacent atoms may be joined together to form a ring selected from cyclobutyl, cyclopentenyl, cyclopentyl, cyclohexenyl, cyclohexyl, phenyl, naphthyl, thienyl, thiazolyl, thiazolinyl, oxazolyl, oxazolinyl, imidazolyl, imidazolinyl, imidazolidinyl, pyridyl, pyrimidyl, pyrazinyl, pyrrolyl, pyrrolinyl, morpholinyl, thiomorpholine, thiomorpholine S-oxide, thiomorpholine S-dioxide, azetidinyl, pyrrolidinyl, piperidinyl, tetrahydrofuranyl, tetrahydropyranyl, tetrahydropyridyl, furanyl, dihydrofuranyl, dihydropyranyl and piperazinyl;

R^{10} and R^{11} are independently selected from: H, C_{1-6} alkyl, $(F)_pC_{1-6}$ alkyl, C_{3-6} cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or C_1-C_6 alkoxy, where R^{10} and R^{11} may be joined together to form a ring selected from: azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl and morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4;

R^4 is independently selected from: H, C_{1-6} alkyl, $(F)_pC_{1-6}$ alkyl, C_{3-6} cycloalkyl, aryl, heteroaryl and phenyl, unsubstituted or substituted with hydroxy or C_1-C_6 alkoxy;

W is NR^4 or $C(R^4)_2$;

G-J is selected from:

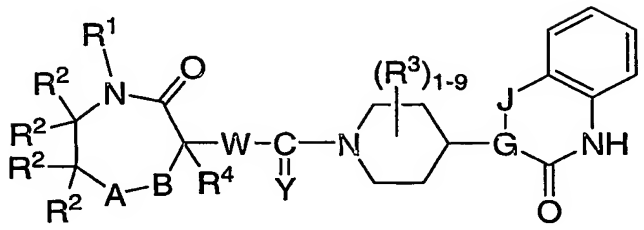
N, $N-C(R^5)_2$, $C=C(R^5)$, C=N, $C=C(R^5)-C(R^5)_2$, $C(R^5)-C(R^5)=C(R^5)$, $N-C(R^5)_2-C(R^5)_2$, and $N-C(R^5)=C(R^5)$;

R^6 is independently selected from H and:

a) C_{1-6} alkyl,
b) C_{3-6} cycloalkyl,
c) $(F)_pC_{1-3}$ alkyl,
d) halogen,
e) OR^4,
f) CO_2R^4,
g) $(CO)NR^{10}R^{11}$,
h) $SO_2NR^{10}R^{11}$,
i) $N(R^{10})\ SO_2R^{11}$,
j) $S(O)_mR^4$,
k) CN,
l) $NR^{10}R^{11}$, and
m) $O(CO)R^4$;

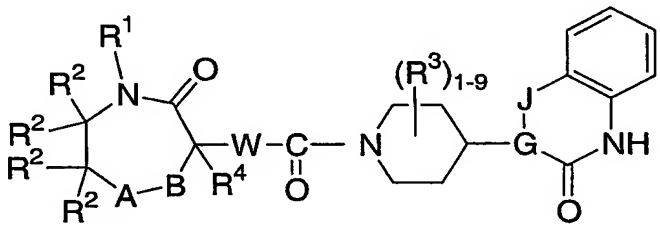
and pharmaceutically acceptable salts and individual stereoisomers thereof.

14. The compound of claim 13 of the formula:



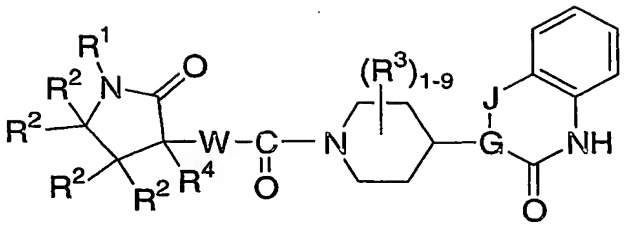
wherein:
A is a bond, $C(R^2)_2$, O, $S(O)_m$ or NR^2;
B is $(C(R^2)_2)_n$;
n is 0 or 1;
Y is O, $(R^4)_2$, NCN, NSO_2CH_3 or $NCONH_2$,
and pharmaceutically acceptable salts and individual stereoisomers thereof.

15. The compound of claim 13 of the formula:



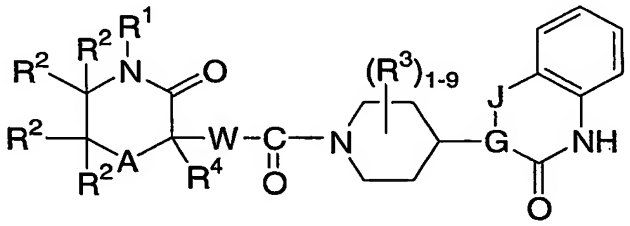
wherein:
A is a bond, $C(R^2)_2$, O, $S(O)_m$ or NR^2;
B is $(C(R^2)_2)_n$;
n is 0 or 1;
and pharmaceutically acceptable salts and individual stereoisomers thereof.

16. The compound of claim 13 of the formula:



and pharmaceutically acceptable salts and individual stereoisomers thereof.

17. The compound of claim 13 of the formula:

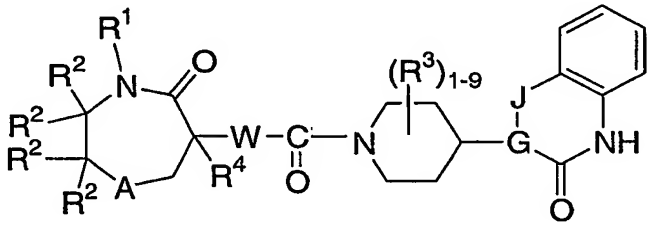


wherein:

A is $C(R^2)_2$, O, $S(O)_m$ or NR^2;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

18. The compound of claim 13 of the formula:

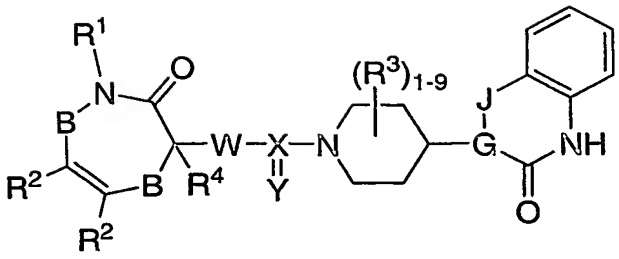


wherein:

A is $C(R^2)_2$, O, $S(O)_m$ or NR^2;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

19. A compound of the formula:



wherein:

B is independently $(C(R^2)_2)_n$;

R^1 is selected from:

1) H, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_{3-6} cycloalkyl, and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
   a) C_{1-6} alkyl,
   b) C_{3-6} cycloalkyl,
   c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
   d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
   e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
   f) $(F)_pC_{1-3}$ alkyl,
   g) halogen,
   h) OR^4,
   i) $O(CH_2)_s OR^4$,
   j) CO_2R^4,
   k) $(CO)NR^{10}R^{11}$,
   l) $O(CO)NR^{10}R^{11}$,
   m) $N(R^4)(CO)NR^{10}R^{11}$,
   n) $N(R^{10})(CO)R^{11}$,
   o) $N(R^{10})(CO)OR^{11}$,
   p) $SO_2NR^{10}R^{11}$,

q) $N(R^{10})\,SO_2R^{11}$,
r) $S(O)_mR^{10}$,
s) CN,
t) $NR^{10}R^{11}$,
u) $N(R^{10})(CO)NR^4R^{11}$, and,
v) $O(CO)R^4$; and

2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
a) $C_{1\text{-}6}$ alkyl,
b) $C_{3\text{-}6}$ cycloalkyl,
c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4, e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4, f) $(F)_pC_{1\text{-}3}$ alkyl,
g) halogen,
h) OR^4,
i) $O(CH2)_sOR^4$,
j) CO_2R^4,
k) $(CO)NR^{10}R^{11}$,
l) $O(CO)NR^{10}R^{11}$,
m) $N(R^4)(CO)NR^{10}R^{11}$,
n) $N(R^{10})(CO)R^{11}$,
o) $N(R^{10})(CO)OR^{11}$,
p) $SO_2NR^{10}R^{11}$,
q) $N(R^{10})\,SO_2R^{11}$,
r) $S(O)_mR^{10}$,
s) CN,
t) $NR^{10}R^{11}$,
u) $N(R^{10})(CO)NR^4R^{11}$, and,
v) $O(CO)R^4$; and

R^2 is independently selected from:

1) H, C_0-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_{3-6} cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
   a) C_{1-6} alkyl,
   b) C_{3-6} cycloalkyl,
   c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
   d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
   e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4, f) $(F)_pC_{1-3}$ alkyl,
   g) halogen,
   h) OR^4,
   i) $O(CH_2)_sOR^4$,
   j) CO_2R^4,
   k) $(CO)NR^{10}R^{11}$,
   l) $O(CO)NR^{10}R^{11}$,
   m) $N(R^4)(CO)NR^{10}R^{11}$,
   n) $N(R^{10})(CO)R^{11}$,
   o) $N(R^{10})(CO)OR^{11}$,
   p) $SO_2NR^{10}R^{11}$,
   q) $N(R^{10})\ SO_2R^{11}$,
   r) $S(O)_mR^{10}$,
   s) CN,
   t) $NR^{10}R^{11}$,
   u) $N(R^{10})(CO)NR^4R^{11}$, and,
   v) $O(CO)R^4$; and

2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
   a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4,

i) $O(CH_2)_sOR^4$,

j) CO_2R^4,

k) $(CO)NR^{10}R^{11}$,

l) $O(CO)NR^{10}R^{11}$,

m) $N(R^4)(CO)NR^{10}R^{11}$,

n) $N(R^{10})(CO)R^{11}$,

o) $N(R^{10})(CO)OR^{11}$,

p) $SO_2NR^{10}R^{11}$,

q) $N(R^{10})\ SO_2R^{11}$,

r) $S(O)_mR^{10}$,

s) CN,

t) $NR^{10}R^{11}$,

u) $N(R^{10})(CO)NR^4R^{11}$, and,

v) $O(CO)R^4$;

or, any two independent R^2 on the same or adjacent atoms may be joined together to form a ring selected from cyclobutyl, cyclopentenyl, cyclopentyl, cyclohexenyl, cyclohexyl, phenyl, naphthyl, thienyl, thiazolyl, thiazolinyl, oxazolyl, oxazolinyl, imidazolyl, imidazolinyl, imidazolidinyl, pyridyl, pyrimidyl, pyrazinyl, pyrrolyl, pyrrolinyl, morpholinyl, thiomorpholine, thiomorpholine S-oxide, thiomorpholine S-dioxide, azetidinyl, pyrrolidinyl, piperidinyl, tetrahydrofuranyl, tetrahydropyranyl, tetrahydropyridyl, furanyl, dihydrofuranyl, dihydropyranyl and piperazinyl;

R^{10} and R^{11} are independently selected from: H, C_{1-6} alkyl, $(F)_pC_{1-6}$ alkyl, C_{3-6} cycloalkyl, aryl, heteroaryl, and benzyl, unsubstituted or substituted with halogen, hydroxy or C_1-C_6 alkoxy, where R^{10} and R^{11} may be joined together to form a ring selected from: azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl, or morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ;

R^4 is independently selected from: H, C_{1-6} alkyl, $(F)_pC_{1-6}$ alkyl, C_{3-6} cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or C_1-C_6 alkoxy;

W is O, NR^4 or $C(R^4)_2$;

X is C or S;

Y is O, $(R^4)_2$, NCN, NSO_2CH_3, $NCONH_2$, or Y is O_2 when X is S;

R^6 is independently selected from H and:

a) C_{1-6} alkyl,
b) C_{3-6} cycloalkyl,
c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
f) $(F)_pC_{1-3}$ alkyl,
g) halogen,
h) OR^4,
i) $O(CH_2)_sOR^4$,
j) CO_2R^4,
k) $(CO)NR^{10}R^{11}$,
l) $O(CO)NR^{10}R^{11}$,
m) $N(R^4)(CO)NR^{10}R^{11}$,
n) $N(R^{10})(CO)R^{11}$,

o) $N(R^{10})(CO)OR^{11}$,
p) $SO_2NR^{10}R^{11}$,
q) $N(R^{10})\ SO_2R^{11}$,
r) $S(O)_mR^{10}$,
s) CN,
t) $NR^{10}R^{11}$,
u) $N(R^{10})(CO)NR^4R^{11}$, and,
v) $O(CO)R^4$; and

G-J is selected from: N, $N-C(R^5)_2$, $C=C(R^5)$, C=N; $C(R^5)$, $C(R^5)-C(R^5)_2$, $C(R^5)-C(R^5)_2-C(R^5)_2$, $C=C(R^5)-C(R^5)_2$, $C(R^5)-C(R^5)=C(R^5)$, $C(R^5)-C(R^5)_2-N(R^5)$, $C=C(R^5)-N(R^5)$, $C(R^5)-C(R^5)=N$, $C(R^5)-N(R^5)-C(R^5)_2$, $C=N-C(R^5)_2$, $C(R^5)-N=C(R^5)$, $C(R^5)-N(R^5)-N(R^5)$, $C=N-N(R^5)$, $N-C(R^5)_2-C(R^5)_2$, $N-C(R^5)=C(R^5)$, $N-C(R^5)_2-N(R^5)$, $N-C(R^5)=N$, $N-N(R^5)-C(R^5)_2$ and $N-N=C(R^5)$;

Q, T, U and V are each independently a C or N wherein at least one but no more than three of Q, T, U and V are N, and wherein when any of Q, T, U, or V is C it unsubstituted or substituted where the substituents are independently selected from R^6;

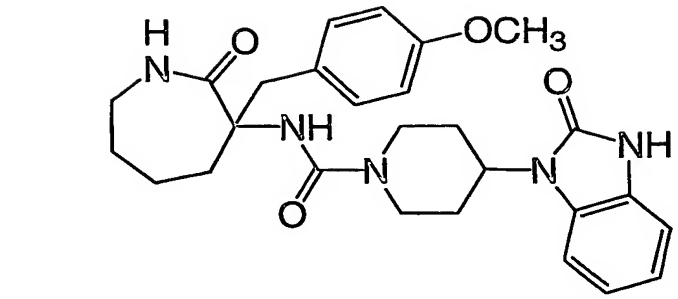
R^5 is independently selected from H, substituted or unsubstituted C_1-C_3 alkyl, CN, OR^4, $N(R^4)_2$ and CO_2R^4;

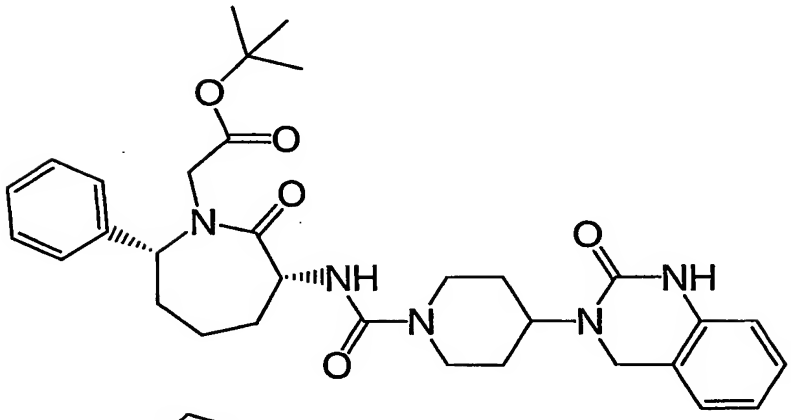
R^3 is independently selected from H, substituted or unsubstituted C_1-C_3 alkyl, F, CN and CO_2R^4;

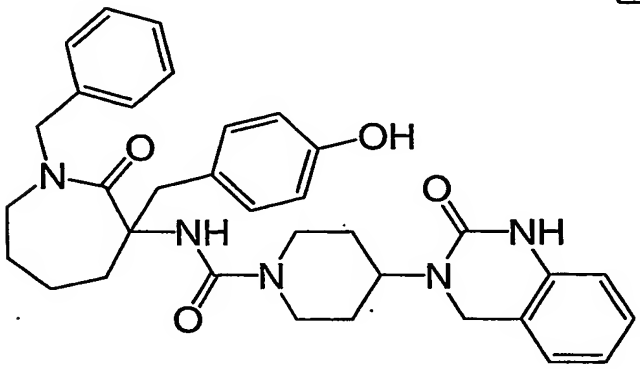
p is	0 to 2q+1, for a substituent with q carbons;
m is	0, 1 or 2;
n is	0 or 1;
s is	1, 2 or 3;

and pharmaceutically acceptable salts and individual diastereomers thereof.

20. A compound selected from:







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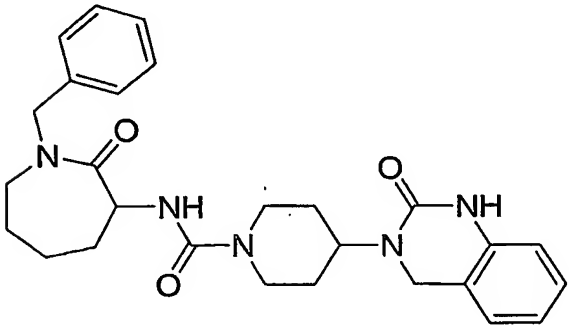

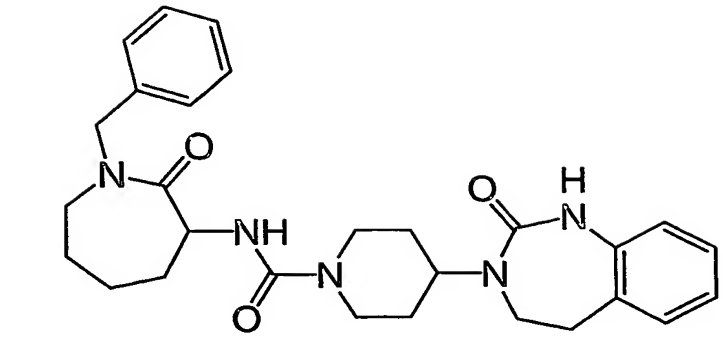

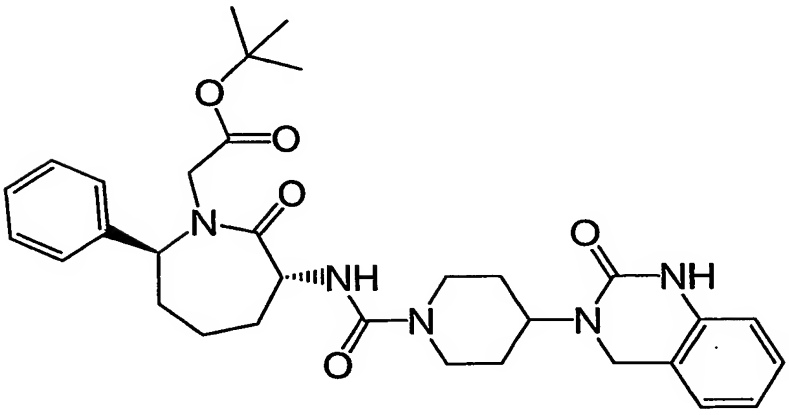

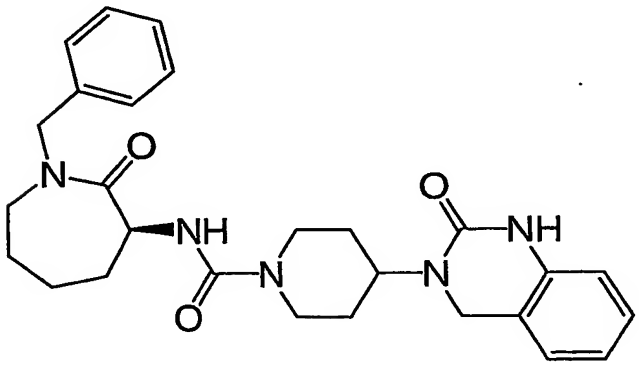

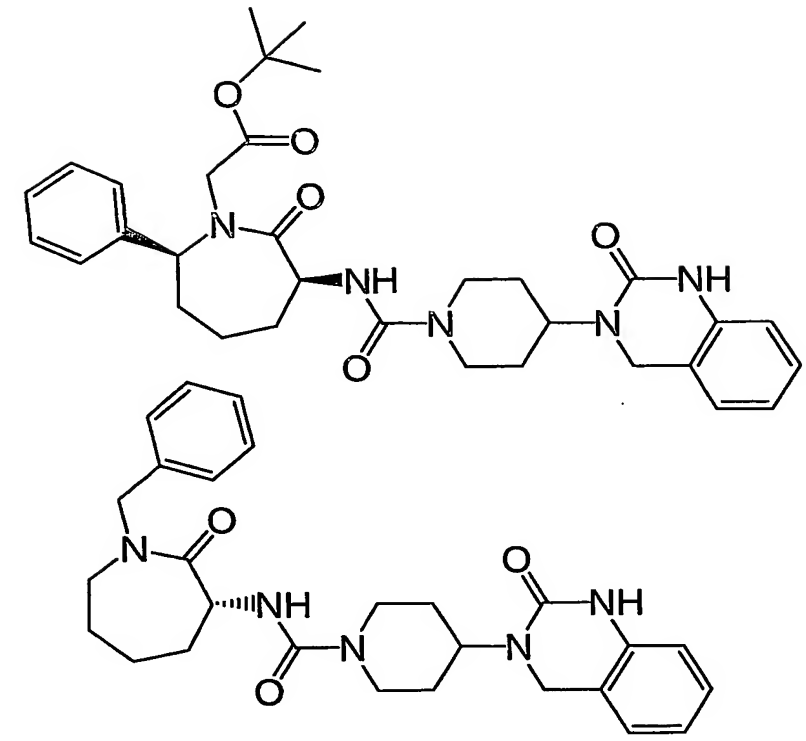

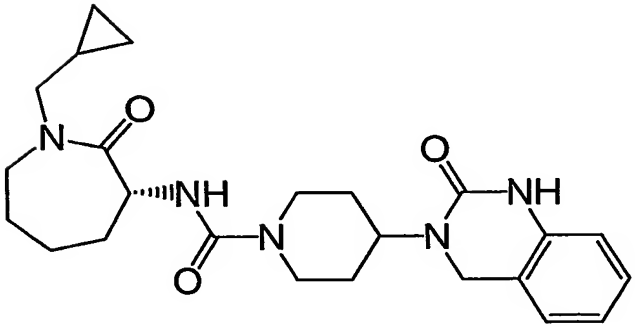

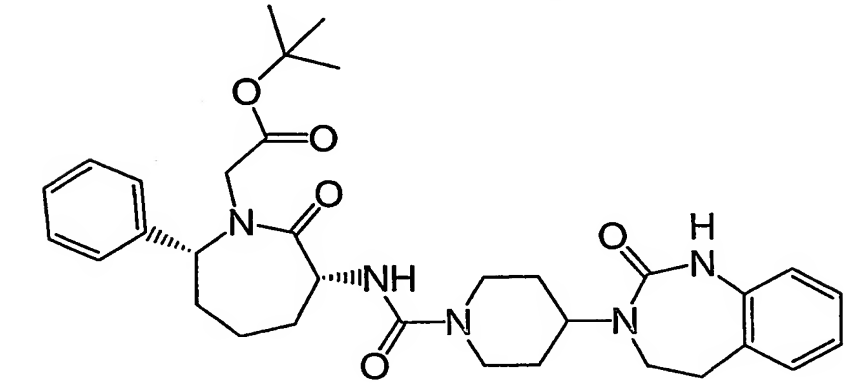

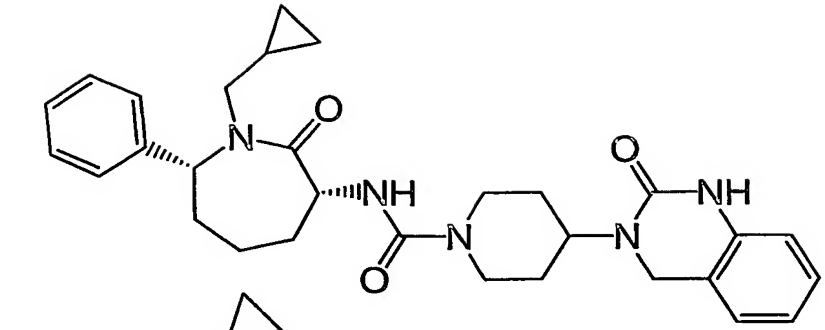

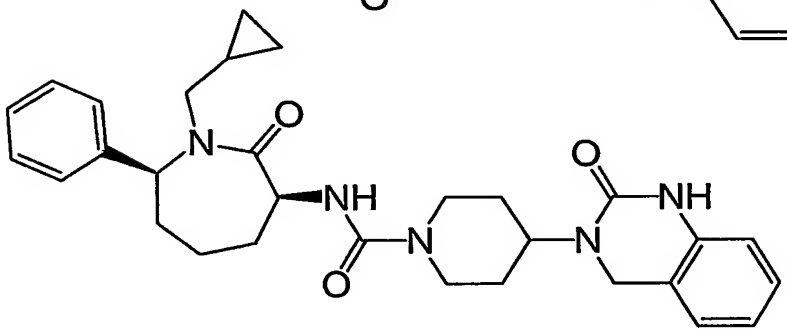

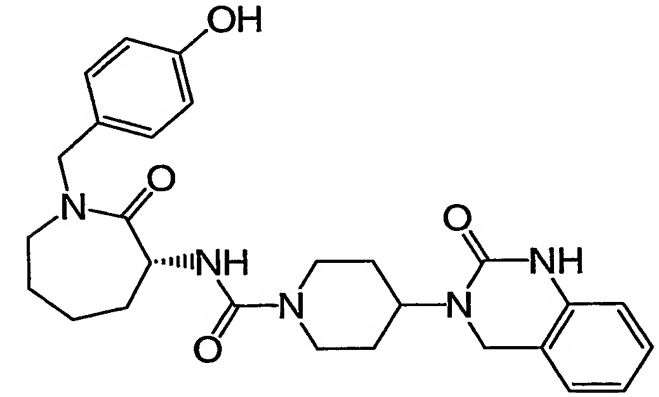

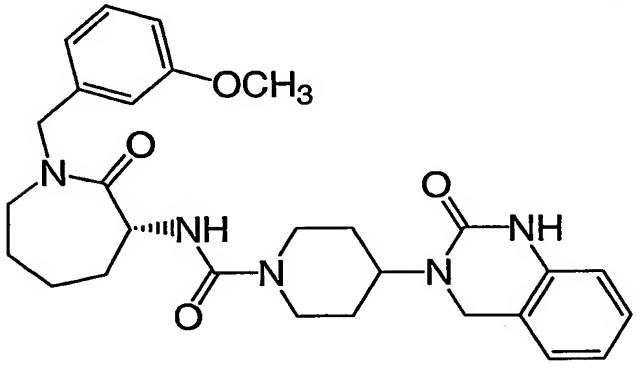

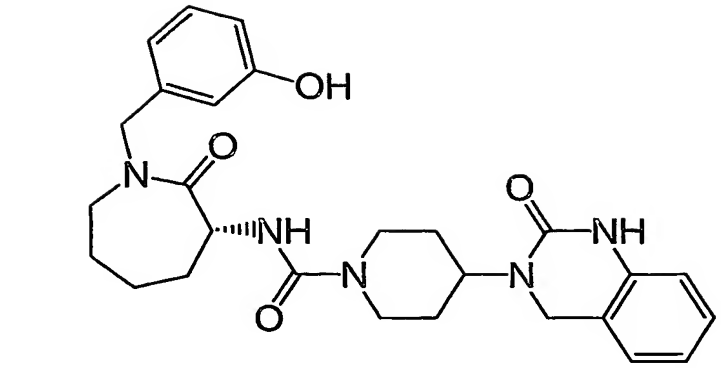

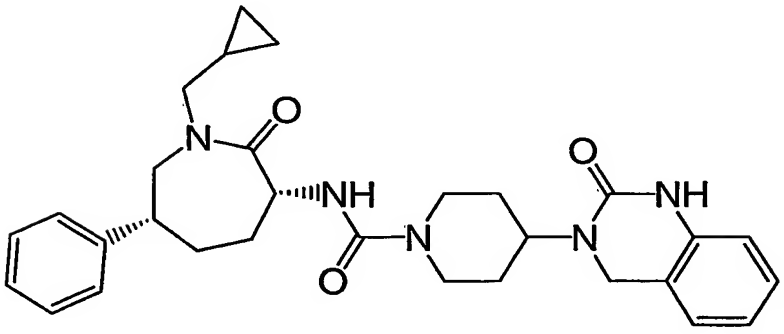

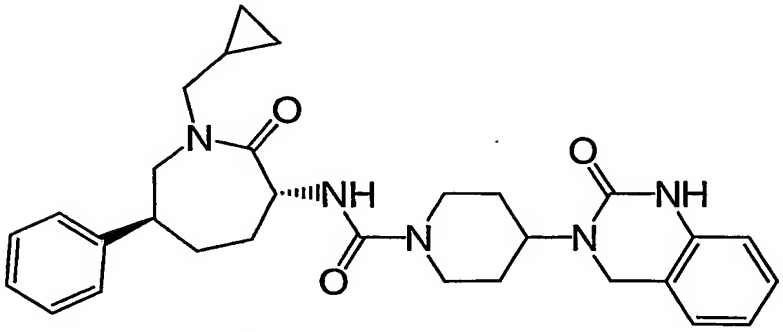

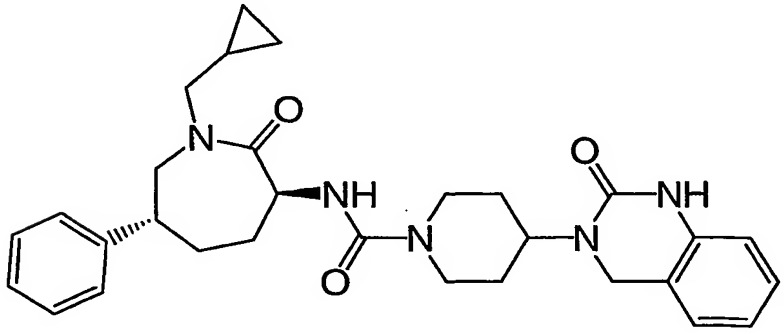

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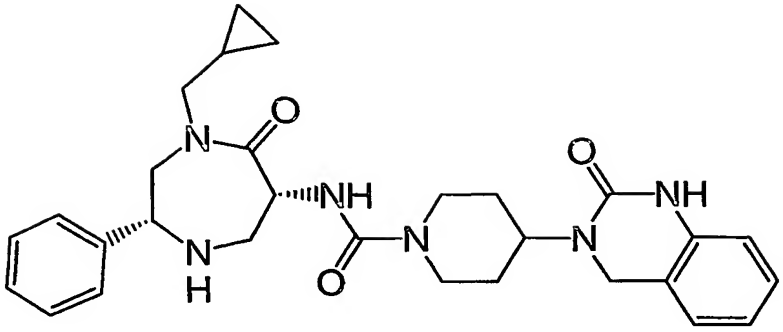

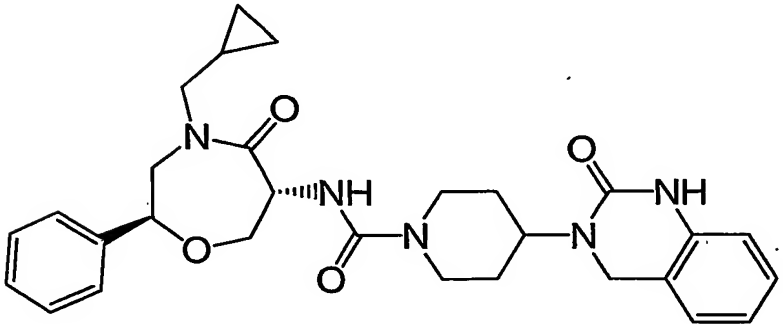

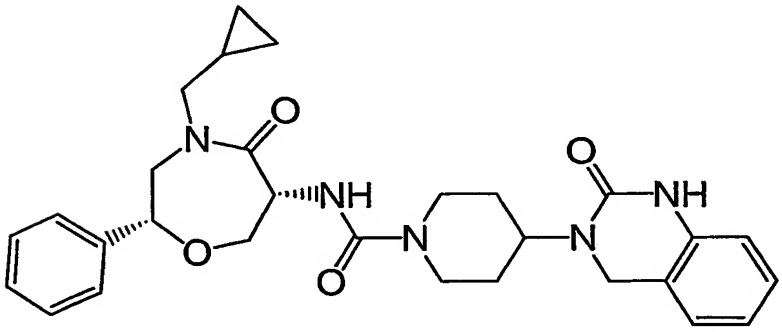

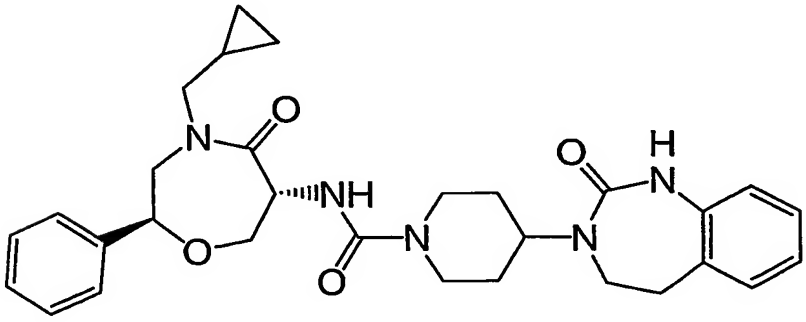

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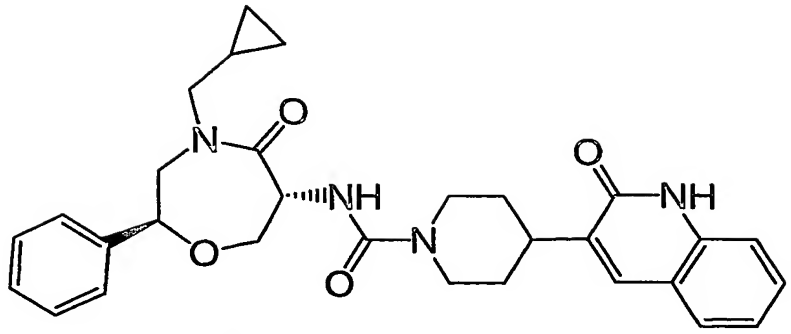

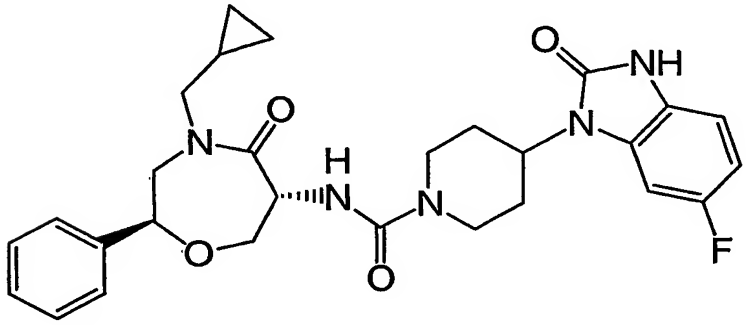

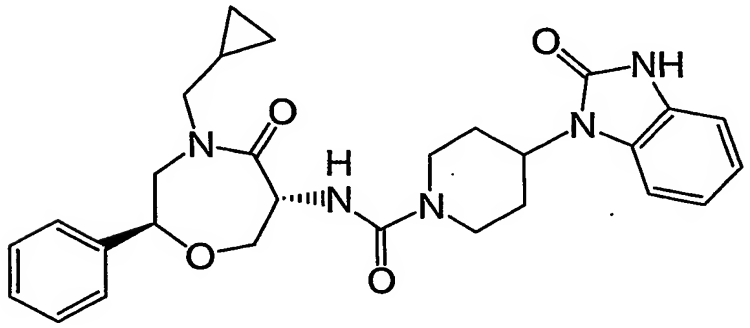

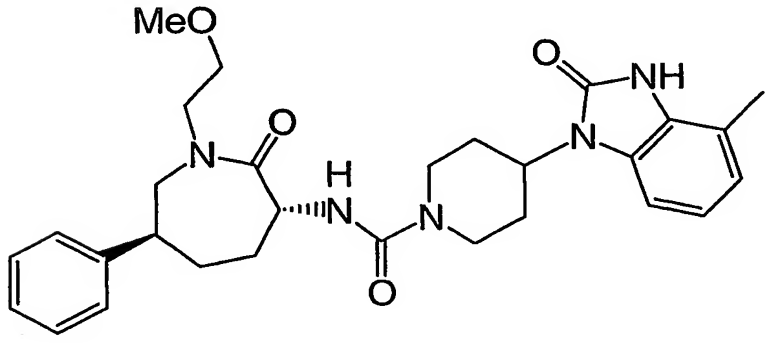

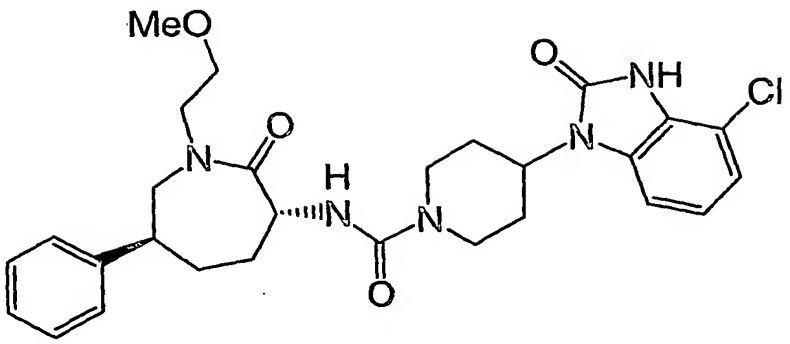

and pharmaceutically acceptable salts and individual diastereomers thereof.

21. A pharmaceutical composition which comprises an inert carrier and the compound of Claim 1.

22. The use of the compound of Claim 1 for the preparation of a medicament useful in the treatment of headache, migraine or cluster headache.